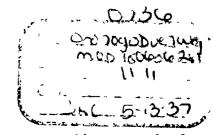
OF

## FEDERAL MINING AND SMELTING COMPANY

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FEDERAL MINING AND SMELTING COLPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delawars, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said

Federal Mining and Smelting Company, duly held and convened, a resolution

was duly adopted setting forth and declaring advisable an amendment pro
posed to the Certificate of Incorporation of said corporation, as follows:

RESOLVED, by this Board of Directors that it is advisable to amend the Certificate of Incorporation of this Company so as to reduce the total authorized capital stock from \$3,500,000 to \$2,203,200, divided into 67,032 snares, of which 17,032 shares shall be Preferred Stock of the par value of \$100 each and 50,000 snares shall be Common Stock of the par value of \$10 each, and to this end that the first paragraph of Article Fourth of said Certificate of Incorporation, as here—tofore amended, be amended to read as follows:

"FOURTH: The total authorized capital stock of the corporation is Two million two hundred three thousand two hundred dollars (\$2,203,200), divided into Sixty-seven thousand thirty-two (67,032) shares, of which Seventeen thousand thirty-two (17,032) shares shall be Preferred Stock of the par value of One hundred dollars (\$100) each, and Fifty thousand (\$0,000) shares shall be Common Block of the par value of Ten iollars (\$10) each. From time to time, the Preferred Stock and the loss on Stock may be increased according to law, and the destruction by the Board of Directors and as may be nervetted by law."

and calling a meeting of the stockholders entitled to vote in respect thereof for the consideration of such remembers.

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composition was duly called and held, at this lesting the necessary number of stockholders as required by statute voted in favor of said anondment.

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That said amendment was duly edopted in recordance with she provisions of Section 26 of the General Corporation law of Delaters, as exended, and that the capital of the corporation will now sectioned under or by reason of said amendment.

THE MITTHES ANTHOF, said Federal Mining and Encling Company has caused its corporate scal to be hereunto addited and this corridorate to be angued by F. h. Lrounchl, ats Providence, and J. h. Martine its corretor, this 10th may of May, 1997.

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I. h. MIRTH
Secretary

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